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H. FRANK WINN, JR.

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November 5, 1996

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Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32301

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-11/07/96--01064--002
****122.50 ****122.50

Re: THE TOY & CLARK COMPANY

Dear Sir:

Please find enclosed original and one copy each of
Articles of Incorporation and Registered Agent's Certificate.

Also enclosed is check in the amount of \$122.50 as
follows:

Filing fee -----	\$ 35.00
Certified copy -----	52.50
Registered Agent fee -----	35.00
Total -----	<u>\$122.50</u>

FILED
96 NOV -7 PM 1:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Please file the original of the enclosed Articles of
Incorporation and Registered Agent's Certificate and return a
certified copy to the undersigned.

Very truly yours,

EFFECTIVE DATE
11-5-96

H. FRANK WINN, JR.

HFWjr/jkf

Encs.

NOV 8 1996

BSB

FILED

ARTICLES OF INCORPORATION

96 NOV -7 PM 1:30

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE TOY & CLARK COMPANY

EFFECTIVE DATE

11-5-96

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is THE TOY & CLARK COMPANY.

ARTICLE II: NATURE OF BUSINESS

This corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated under the laws of Florida. The business to be transacted shall include, but not be limited to, manufacturers' sales representation, and to manufacture, purchase, or otherwise acquire and to own, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

ARTICLE III: CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence and its existence shall commence on the date of execution and acknowledgment of these articles.

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI: PRINCIPAL OFFICE/MAILING ADDRESS

The principal office of the corporation is 5 Seashore Drive, Pensacola Beach, FL 32561. The mailing address of the corporation is 5 Seashore Drive, Pensacola Beach, FL 32561.

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4251 Crawford Drive, Pensacola, FL 32504, and the registered agent of this corporation at that address is CHARLES L. CLARK, JR.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or

diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

ALLEN TOY	CHARLES L. CLARK, JR.
5 Seashore Drive	4251 Crawford Drive
Pensacola Beach, FL 32561	Pensacola, FL 32504

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

H. FRANK WINN, JR.
P.O. Box 150
Pensacola, FL 32591-0150

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI: TRANSFER OF STOCK

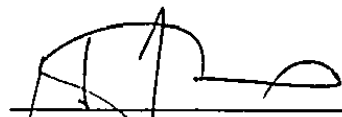
No stockholder, the executor or administrator of any deceased stockholder shall transfer stock in this company without first notifying the company of the name of the proposed transferee and obtaining the consent of the Board of Directors for said transfer. The Board shall have the right to refuse to

make such transfer under limitations and provisions of the corporate By-Laws. Furthermore, the stockholders of this corporation may include in any agreement between themselves any limitations upon the transferability, pledge or assignment of the corporate stock, as well as to confer upon the stockholders pre-emptive rights of purchase as conditions precedent to the sale of stock.

ARTICLE XII: CORPORATE STOCK LIEN

This corporation shall have a first and prior lien upon any and all of its outstanding shares of capital stock and upon dividends earned thereon for any indebtedness owing by the owner of any of said stock to the corporation. The said lien shall cover any indebtedness whether due or to become due; whether now existing or which may hereafter be created; whether contingent or fixed; and whether primary or secondary.

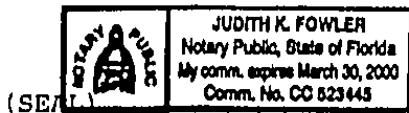
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on this 5th of November, 1996.


H. FRANK WINN, JR.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me
this 5th of November, 1996, by H. FRANK WINN, JR., who is
personally known to me.



NOTARY PUBLIC:

Sign: *Judith K. Fowler*
Print: Judith K. Fowler

FILED

96 NOV -7 PM 1:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

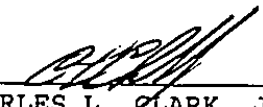
REGISTERED AGENT'S CERTIFICATE

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said act:

FIRST, that THE TOY & CLARK COMPANY, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in Escambia County, Florida, has named CHARLES L. CLARK, JR., 4251 Crawford Drive, Pensacola, FL 32504, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



CHARLES L. CLARK, JR.,
Registered Agent